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IN THE UNITED STATES COURT FOR THE
NORTHERN DISTRICT OF TEXAS DALLAS DIVISION

In re:	:	Case No. 08-36705 (BJH)
	:	
SUPERIOR AIR PARTS, INC.,	:	Chapter 11
	:	
Debtor.	:	

TO THE HONORABLE BARBARA J. HOUSER,
UNITED STATES BANKRUPTCY JUDGE:

**MOTION OF THIELERT A.G. AND ITS INSOLVENCY ADMINISTRATOR
FOR PROVISIONAL ALLOWANCE OF CLAIM FOR VOTING PURPOSES
PURSUANT TO BANKRUPTCY RULE 3018(a)**

Thielert A.G. ("TAG") and its Insolvency Administrator, Dr. Achim Ahrendt, by their undersigned counsel, move this Court pursuant to Rule 3018(a) of the Rules of Bankruptcy Procedure for provisional allowance of their claim and interest and allowance of their ballot voting in favor of the Third Amended Plan of Reorganization of Superior Air Parts, Inc. and the Official Committee of Unsecured Creditors (the "Committee"), dated July 17, 2009 (the "Joint Plan"), and in support thereof respectfully state:

1. TAG is one of the largest creditors and sole shareholder of the Debtor. TAG has supported and voted in favor of the Joint Plan as a member of Class 9.

2. TAG filed a proof of claim in this case in the amount of \$10,146,611.11 as a secured creditor. After an adversary proceeding was commenced by the Debtor and after a hearing on the Debtor's motion for summary judgment, TAG's security interest was invalidated because of failure to maintain perfection of previously filed UCC financing statements. Therefore, TAG has an unsecured claim that had not been objected to by the Debtor or the Committee and is allowed as a Class 9 creditor under the Joint Plan. TAG timely cast a ballot voting in favor of the Joint Plan.

3. As stated in the Disclosure Statement approved by this court (at Page 7), in 2006 TAG "acquired 100% of the ownership interests of Superior and purchased the \$10 million debts of Superior lender [PNC Bank] and subordinated lenders, which were secured by substantially all of the Debtor's assets."

4. On or about August 4, 2009 Aviation Parts Supply, Inc. ("APS"), an alleged creditor that arrogated the function and authority of the Committee, filed an Adversary Proceeding 09-03249 against TAG and an affiliate seeking to equitably subordinate their respective claims. Both such claims had been dealt with on consent under the Joint Plan. APS was apparently motivated to undermine the Joint Plan, to upset an asset sale that is the Joint Plan's centerpiece, and to substitute APS' own inadequate plan for the Joint Plan. TAG has opposed the proposed disclosure statement submitted by APS that also is scheduled to be heard on August 26, 2009.

5. Not until after the Debtor filed its summary of ballots on August 21, 2009 did TAG realize that its vote may not be counted as an acceptance of the Joint Plan because of the Adversary Proceeding commenced by APS.

6. The grounds set forth in the APS complaint in its Adversary proceeding are patently insufficient and thus the complaint should be dismissed. APS has failed to state a claim for relief against TAG and it is not deserving of the standing that it seeks to bring the Adversary Proceeding.

7. Bankruptcy Rule 3018 addresses acceptance or rejection of a plan of reorganization. The last sentence of Rule 3018(a) states, "[n]otwithstanding objection to a claim or interest, the court after notice and hearing may temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan."

8. In light of APS' motives and the lack of substance of its adversary proceeding complaint, TAG and Dr. Ahrendt respectfully submit that cause has been shown for the court to temporarily allow TAG's claim as an unsecured claim in the amount of \$10,146,611.11 that may vote as a Class 9 creditor under the Joint Plan.

WHEREFORE, TAG and Dr. Ahrendt pray that, pursuant to Rule 3018(a) of the Rules of Bankruptcy Procedure, TAG's claim be allowed in the amount of \$10,146,611.11, that its equity interest be allowed, that its ballot be counted as an

acceptance of the Joint Plan, and that TAG and Dr. Ahrendt be granted such other and further relief as is just.

Dated: New York, New York
August 24, 2009

BECKER, GLYNN, MELAMED & MUFFLY LLP

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CERTIFICATE OF SERVICE

The undersigned counsel certifies that a true and correct copy of the foregoing document was transmitted via electronic mail to parties listed below August 24, 2009

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